



ROSE CENTRE

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**CONSTITUTION OF
THE ROSE CENTRE INCORPORATED**

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INTRODUCTION

- A The Rose Centre Incorporated (the "**Society**") is an incorporated society that was incorporated on 6 September 1991 and is governed by a constitution dated 6 September 1991, which was amended on 26 June 2008, on 8 June 2015, and on 20 July 2018.
- B The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Incorporated Societies Act 2022 (the "**Act**").

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
 - (a) The "**Act**" means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) "**Body Corporate**" means an incorporated entity under New Zealand law.
 - (c) "**Chairperson**" means the Officer appointed as Chairperson of the Committee under clause 8.8.
 - (d) The "**Committee**" means the Officers elected under clause 8 acting together.
 - (e) "**Founding Member**" means a member entity admitted as such by clause 7.7.
 - (f) A "**General Meeting**" means an Annual General Meeting or a Special General Meeting of the Society.
 - (g) "**Life Member**" means a Member honoured for highly valued services to the Society by being elected as a Life Member under clause 7.8.
 - (h) A "**Member**" or "**Members**" means Members of the Society and anyone who is admitted as a member of the Society in accordance with clause 7 which is Community Members, Founding Members and Life Members.
 - (i) "**Notice**" includes any notice given in writing by email, agreed means of electronic communication or handed to the person in question. Notices delivered by email or electronic communication are deemed to have been delivered within 1 day of being sent. If a Member or Officer does not receive Notice of a General Meeting for reasons outside of the Committee's control or because of the Member or Officer failure to update the Committee with their contact details, then the failure to give notice to the Member or Officer will not invalidate the General Meeting or Committee Meeting.
 - (j) "**Officer**" means the officers of the Society and anyone who is elected or appointed as an officer of the Society in accordance with clause 8 of this Constitution.
 - (k) The "**Purposes**" means the purposes in clause **Error! Reference source not found.** of this Constitution.

- (l) The "**Society**" means the Rose Centre Incorporated, incorporated on 6 September 1991.
- (m) "**Supplementary Agreement**" means an agreement entered into between the Society and a Founding Member under clause 7.11 and Schedule A.
- (n) "**The Rose Centre**" or "**Centre**" means facilities administered and operated by the Society, situated at 4 School Road Belmont, Auckland, and where the context requires means the Committee of the Society acting in the administration and operation of the facilities.
- (o) "**Working Days**" means any day excluding Saturdays, Sundays, and statutory holidays in Auckland New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) a reference to a clause by number is to that clause in the constitution;
- (c) the singular includes the plural and vice versa;
- (d) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (e) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (f) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (g) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (h) a reference to writing or written includes e-mails;
- (i) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (j) The words including and include mean including, but not limited to.

2. **NAME**

- 2.1 The name the Society is **THE ROSE CENTRE INCORPORATED** or such other name approved by a unanimous resolution of the Committee and in accordance with the Act.

3. **PURPOSES**

- 3.1 The primary Purposes of the Society are to:

- (a) Provide support services and a facility:
 - (i) To promote, maintain the Centre and its hireage spaces;
 - (ii) To encourage broad participation in the ongoing life and activities of the Centre in our membership region;

- (iii) To support the creative and performing arts;
 - (iv) Foster community engagement; and
 - (v) To provide quality & accessible early childhood education in our ECE centre.
- 3.2 To operate The Rose Centre Theatre, Community Centre and Rose Centre Community Pre-School to high standards, with quality staff, facilities and equipment and meet all regulatory requirements.
- 3.3 Tikanga - Culture / Values
- (a) Tūrangwaewae Belonging: We celebrate individuality by welcoming each person's differences, amplifying their voice, and removing barriers. Through offering support, security, and space, we empower everyone to be their authentic selves and appreciate one another's uniqueness
 - (b) Hapori Community: We are passionately committed to the things that make our community special, offering everyone a seat at our table. By fostering a vibrant and supportive environment, we ensure that when our community thrives, we all thrive.
 - (c) Auahatanga Creativity: We foster curiosity and fearless innovation, offering space to experiment, break rules, make mistakes, and have fun. We encourage everyone to embrace new ideas and explore the unknown.
 - (d) Whakawhāiti Inclusion: We embrace inclusivity by showing kindness, acceptance, and concern for others. We ensure equal access and opportunities for all, creating a space where everyone feels valued

4. **PURPOSES PARAMOUNT**

- 4.1 Notwithstanding anything contained or implied in this Constitution:
- (a) The Purposes are paramount. Nothing in this Constitution authorises the Society to do anything that does not accord with the Purposes. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the Purposes.
 - (b) The Committee must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

5. **CHARITABLE STATUS**

- 5.1 The Society is a charitable entity under the Charities Act 2005. It will not pay any dividend or part of its money, property or other assets to or for the personal benefit of its Members, but only to further the Purposes of the Society.

6. **POWERS**

- 6.1 The Society has full capacity, powers and privileges, as set out in section 18 of the Act but the Society must not borrow money.
- 6.2 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

7. **MEMBERSHIP**

Admission of Members

- 7.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 7.2 Any consenting person or Body Corporate who agrees with the Purposes of the Society can, subject to the Committee's approval, become a Member of the Society by application in writing. The Committee may choose to have different classes of membership.
- 7.3 The Committee shall keep an up to date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) levies paid (if any);
 - (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (c) any other information required by the Committee or by the Act.
- 7.4 Members must notify the Committee of any change to their information recorded on the register of Members.

Membership classes

Community Member

- 7.5 A Community Member is an individual or Body Corporate admitted to membership and who or which has not ceased to be a Member and who is interested in the objects of the Society. Community Membership is open to all residents who reside in Devonport, Stanley Bay, Narrownack, Belmont, Bayswater, Hauraki and Takapuna.
- 7.6 All applications for Community Membership must be provided in writing on the agreed form (which requires the applicant's consent to becoming an Community Member) for consideration by the Committee. The Committee will accept or decline applications at its sole discretion and will advise applicants of the decision.

Founding Member

7.7 A Founding Members are:

- (a) Belmont Primary School by its Board of Trustees or other governing body (“**the School**”);
- (b) The North Shore Company Theatre and Dramatic Society Incorporated (“**Company Theatre**”) and;
- (c) The current parents and caregivers of children attending the Rose Centre Community Pre-School (“**Pre-school Whanau Group**”).

7.8 Founding Members shall have all the rights and obligations of a Community Member. The special rights and obligations of each Founding Member are set out in Schedule A and their respective individual Supplementary Agreements.

Life Member

7.9 A Life Member is a person, Body Corporate or group honoured for highly valued services to the Society who is elected as a Life Member by resolution at a General Meeting, passed by a two-thirds (2/3) majority of those Members present and voting.

7.10 Apart from enjoying the honorary title, Life Members shall have all the rights and obligations of a Community Member.

Membership obligations and rights

7.11 All Members must act in good faith and in a manner that furthers the interests and purposes of the Society and must not bring the Society into disrepute.

7.12 Subject to any applicable Supplementary Agreement, the Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

7.13 Any Member that is a Body Corporate or group shall provide the Committee, in writing, with the name and contact details of the person who is the organisation’s authorised representative, and that person shall be deemed to be the organisation’s proxy for the purposes of voting at General Meetings.

7.14 No Member is liable for an obligation of the Society by reason only of being a Member.

Cessation of Membership

7.15 Any Community Member of the Society may resign their membership at any time by giving to the Committee Notice in writing to that effect and such Notice, unless otherwise stated, shall take effect immediately.

7.16 A Member ceases to be a Member on death, or in the case of a Body Corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.

7.17 A Member that is a charity ceases to be a Member if that Member loses its charities registration.

- 7.18 The Committee may by a majority resolution remove a Community Member from membership if the Community Member has been accused or convicted of a criminal offence which, in the opinion of the Committee, makes their membership in the Society undesirable.
- 7.19 After due enquiry and having given the Community Member the right to be heard, the Committee may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Community Member's membership, with effect from the date of notifying the Community Member in writing of its decision, if the Member has:
- (a) breached this Constitution;
 - (b) brought the Society into disrepute; or
 - (c) committed a serious misconduct or offence which is detrimental to the Society and its Members and the nature of the misconduct or offence makes their membership in the Society undesirable.
- 7.20 For the avoidance of doubt, the process in clause 7.16 does not apply to disputes between Members and/or Officers and/or the Society. If there is a dispute between Members and/or Officers and/or the Society, the Dispute Resolution Procedures in Schedule B apply.

Re-admission of former Community Members

- 7.21 Any former Community Member may apply for re-admission in the manner prescribed for new applicants at clause 7.6.
- 7.22 If a former Community Member was removed under clause 7.15 and/or 7.16, that former Community Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Committee.

8. THE COMMITTEE

- 8.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Committee. The Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

Number of Officers

- 8.2 The Committee shall have a minimum of four (4) and a maximum of seven (7) Officers who are natural persons elected at a General Meeting. A majority of the Committee must also be Members of the Society, or representatives of Bodies Corporate that are Members of the Society.

Election or Appointment of Officers

- 8.3 Where there are less than four (4) Officers, the Committee may appoint additional Officers from the Members of the Society, who will then be eligible for election at the next Annual General Meeting. If at any time there are less than four (4) Officers, the Committee may carry out essential matters but may not undertake any action or make any decision until the number of Officers is increased to four (4) PROVIDED THAT the Committee (once it has the minimum number of Officers required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Committee was composed of less than the minimum number of Officers.

- 8.4 Each elected Officer's shall be subject to the following:
- (a) each Officer shall be appointed for a term of two (2) years;
 - (b) if after the initial two-year term, an Officer wishes to continue in their role as an Officer, an Officer can continue to renew their appointment for another term, by election of Members at a General Meeting for up to three (3) consecutive terms in total;
 - (c) Chairpersons may only serve for a total of four (4) consecutive annual years in total.
- 8.5 Prior to election or appointment, every Officer must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.
- 8.6 The election of Officers will be conducted in the following manner:
- (a) a candidate's written nomination, accompanied by their consent under clause 8.5 and the support of a Member for that nomination either in writing or by electronic means, must be delivered to the Committee at least five (5) working days before the date of the annual General Meeting;
 - (b) subject to the term limits set out in clause 8.4, an Officer who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 8.4(b) to the Committee five (5) working days before the date of the General meeting;
 - (c) notices given to the Committee under this clause 8.6 must contain such reasonable information required by the Committee including the nominated Community Member's full name;
 - (d) if there are insufficient numbers of nominees received for the positions on the Committee which need to be filled, the Committee may adopt other processes at the Annual General Meeting to fill the vacancies, such as accepting nominations from the floor. Any nominations from the floor must satisfy rules 8.2 and 8.5;
 - (e) any other administrative processes at the election of Officers shall be managed in a manner determined by the Committee;
 - (f) two Community Members who are not candidates for Officers or non-Members appointed by the Chair, shall act as scrutineers for the counting of the votes and destruction of any voting papers, if relevant; and
 - (g) the candidates with the highest number of votes will be appointed as elected Officers of the Committee. In the event that the votes for two or more candidates is tied meaning that it is unclear which should be included as Officers of the Committee, the tie must be resolved by the other incoming Officers of the Committee, excluding the candidates who are subject to the tied vote.
- 8.7 The first meeting after the election of the incoming Officers shall involve the outgoing and the incoming Officers. The aim is to ensure that the outgoing Officers provide the incoming Officers with the necessary information and equipment to enable the incoming Officers to efficiently take up their roles. The incoming Officers will take up their roles fully at the next monthly meeting of the Committee or as otherwise determined.

- 8.8 The Committee may decide by majority resolution who from among them will hold the role of Chairperson, along with any other role the Committee deems appropriate.
- 8.9 If a vacancy on the Committee occurs between Annual General Meetings, the Committee may fill the vacancy by a resolution approved by a two-thirds (2/3) majority of Officers, PROVIDED THAT the appointment to fill this vacancy is then ratified at the next General Meeting.
- 8.10 Subject to clause 8.5 the Committee may also appoint other Officers for a specific purpose, or for a limited time, or generally until the next Annual General Meeting.
- 8.11 The Committee will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be an Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

Removal from Committee

- 8.12 An Officer will cease to hold office if the Officer:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as an Officer by giving prior written Notice of their resignation to the Committee, or by a verbal resignation at a General Business meeting of the Committee, PROVIDED THAT the resignation is noted in the minutes;
 - (d) becomes disqualified to be an officer of a Society in accordance with the Act;
 - (e) has been absent for two (2) Committee meetings without leave of absence from the Committee;
 - (f) fails to disclose a conflict of interest; or
 - (g) becomes disqualified to be an Officer of the Society in accordance with this Constitution.
- 8.13 If an Officer is:
- (a) in the opinion of a majority of the other Officers, physically or mentally incapable of acting as an Officer;
 - (b) in the opinion of the major of the other Officers, has brought the society into disrepute;
 - (c) in the opinion of the majority of the other Officers, it is in the best interests of the society to remove the Officer from office; or
 - (d) accused or convicted of a criminal offence which, in the opinion of a majority of the other Officers, makes their position as an Officer undesirable,
- then, by resolution of a majority of the other Officers, be removed as an Officer of the Society immediately (unless the resolution states otherwise).

- 8.14 If an Officer is requested to resign following a vote of not less than three-quarters (3/4) of the Members present and entitled to vote at a General Meeting, then that Officer shall be removed immediately.
- 8.15 Subject to clauses 8.12 and 8.13, removal from the Committee as an Officer will not equate to removal as a Member of the Society.
- 8.16 Any Officer resigning or having been removed must return to the Society all material produced by the Society (including manuals and papers) and any equipment provided for the Officer to carry out their work (including keys).

9. MEETINGS OF THE COMMITTEE

- 9.1 The Committee shall meet at least monthly, except for the December to January period, at such time and place as they determine.
- 9.2 Any two (2) or more Officers may request a meeting of the Committee (a "**Committee Special Meeting**") by Notice in writing directed to all other Officers. Upon receiving any such Notice a Committee Special Meeting will be arranged as soon as practicable, and the Officers will be given ten (10) Working Days written Notice of the Committee Special Meeting.
- 9.3 Meetings are to be conducted in person, except that in the event of a natural disaster or force majeure, or a circumstance like COVID-19 that makes meeting in person highly undesirable and / or dangerous, the Committee may permit by a simple majority vote to meet by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Officers can hear each other well enough to follow the discussion throughout the meeting. Officers present in accordance with this clause are eligible to vote and will be counted towards a quorum.

Quorum

- 9.4 No business of the Committee shall be transacted at a Committee meeting without a quorum present.
- 9.5 The quorum for a Committee meeting shall be at least half (1/2) of the Officers of the Committee.
- 9.6 The quorum for a Committee Special Meeting shall be at least two-thirds (2/3) of the Officers of the Committee.
- 9.7 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Committee meeting, the meeting will lapse.
- 9.8 In the event of a meeting lapsing in accordance with clause 9.7, the meeting shall be adjourned for two (2) weeks to the same time and place (if possible) and Notice of the adjournment shall be given to all Officers. At the adjourned meeting the Officers present will form a quorum.

Voting

- 9.9 Subject to this Constitution, each Officer will be entitled to one (1) vote on any matter being voted on by the Committee. The Chairperson will have a casting vote in the event of a tied vote on any motion before the Committee.

- 9.10 Subject to this Constitution, the number of votes required to reach any decision will be:
- (a) for a Committee meeting, by simple majority of the number of Officers present and eligible to vote at the meeting; and
 - (b) for a Committee Special Meeting, at least two-thirds (2/3) of the Officers present and eligible to vote at the meeting.
- 9.11 No Officer or Member of a sub-committee may vote on, decide on, or sign any document for a matter for which they have a conflict of interest unless all other Officers or Members of a sub-committee who are not interested in the matter consent. However, Officers or Members of a sub-committee who have a conflict of interest in the matter may participate in the discussion, unless the Committee or sub-committee determines otherwise.
- 9.12 Where half (1/2) or more of the Officers or Members of a sub-committee present at a meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Officers or Members of the sub-committee may vote on the matter. Where only one (1) Officer or Member of a sub-committee remains, a Special General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of a Committee Meeting

- 9.13 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Committee will be as valid and effectual as if it had been passed at a meeting of the full Committee.
- 9.14 A resolution in writing (including by way of email) signed or assented to by all Officers will be as valid as if it had been passed at a Committee Special Meeting of the full Committee.
- 9.15 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Officers.

10. GENERAL MEETINGS

- 10.1 Minutes shall be kept for every General Meeting.
- 10.2 General Meetings shall be conducted in person, except that in the event of a natural disaster or force majeure, or a circumstance like COVID-19 that makes meeting in person highly undesirable and / or dangerous, the Committee may permit a General Meeting to be convened by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 10.3 General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Committee will select an Officer to chair the General Meeting.

Annual General Meetings

- 10.4 The Annual General Meeting may be called by the Committee and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.

- 10.5 At least ten (10) Working Days prior to the Annual General Meeting, the Committee will give written Notice of the Annual General Meeting to all Members, and will publish a public notice, with sufficient detail of the business to be discussed at the meeting. At least five (5) Working Days prior to the Annual General Meeting, the Committee will give written Notice of any Committee or Member motion to be voted on and the information required for the election of Officers.
- 10.6 At the Annual General Meeting the Committee must present:
- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) the financial statements of the Society for that period;
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
 - (d) all necessary information to enable the election of Officers.
- 10.7 The Committee may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 10.5.
- 10.8 A Member may request that a motion ("**Member's Motion**") be voted on at an Annual General Meeting by giving Notice to the Committee at least twenty (20) Working Days before that Annual General Meeting. The Member may also provide information in support of that motion. Notice of a Member's Motion must be given to Members in accordance with clause 10.5.

Special General Meetings

- 10.9 A Special General Meeting may be called at any time by:
- (a) the Committee by resolution;
 - (b) in accordance with clause 9.12; or
 - (c) a written request signed by at least 20% (but not less than 10) Members and delivered to the Committee.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on. The Special General Meeting will only deal with the business specified in the resolution or written request.

- 10.10 At least ten (10) Working Days prior to the Special General Meeting, the Committee will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

- 10.11 No business of the Society will be transacted at a General Meeting without a quorum present.

- 10.12 The quorum for a General Meeting is ten (10) of the Members of the Society, either attending in person or according to clause 10.2.
- 10.13 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting called at the request of a Member, the meeting shall be dissolved. In any other case, the General Meeting will lapse.
- 10.14 In the event of a General Meeting lapsing because a quorum is not present, the General Meeting will be adjourned to a day, time and place determined by the Chairperson and a Notice of the adjournment will be given by the Committee to all Members. At the adjourned General Meeting the Members present will form a quorum.

Voting

- 10.15 The general public may attend and speak at General Meetings but only Members may vote.
- 10.16 Each Community and Life Member of the Society is entitled to one (1) vote on any matter being voted on.
- 10.17 Each Founding Member is entitled to three (3) votes on any matter being voted on. The votes of the Founding Member must be cast as a block by a person duly authorised by the Founding Member to cast its votes.
- 10.18 Votes must be cast in person, except when votes may be cast by electronic means for those attending a General Meeting that has been convened by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, in accordance with clause 10.2.
- 10.19 In the event of a tied vote, the person chairing the General Meeting in accordance with clause 10.3 will have a casting vote.
- 10.20 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Members present and entitled to vote at the General Meeting.
- 10.21 Voting will be via voices or a show of hands as determined by the Chairperson, or if requested by two (2) or more members present, by secret ballot.
- 10.22 Postal and proxy votes are not permitted for General Meetings.
- 10.23 If it is proposed that a vote is held on a matter that was not included in any Notice, then a new General Meeting must be called to consider that matter.
- 10.24 Subject to the Act and this Constitution, the Committee may determine any other administrative procedures and processes provided they are fair and proper.

Resolution in Lieu of a General Meeting

- 10.25 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- 10.26 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Members.

11. **DISPUTE RESOLUTION PROCEDURES**

- 11.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

12. **AMENDMENT OF CONSTITUTION**

- 12.1 The Society may amend this Constitution by a resolution passed by a simple majority of Members who are present and entitled to vote at a General Meeting,

PROVIDED THAT no amendment of the Society's Constitution is made which would:

- (a) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
- (b) result in the Society losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society's Constitution must be made in writing.

- 12.2 The Committee may amend the terms of this Constitution by a unanimous resolution of the Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Committee promptly provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Committee may make the amendment.
 - (d) If a Member objects to the amendment made under clause 12.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

13. **BYLAWS**

- 13.1 The Committee may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.

14. **FINANCES**

- 14.1 The funds and property of the Society will be controlled and managed by the Committee in accordance with this Constitution and the Act, to further the Society's Purposes.

- 14.2 The Society's balance date will be 30 June, unless otherwise specified by the Committee in accordance with the Act.

- 14.3 The Committee shall ensure a financial statement is kept, that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act, including:
- (a) correctly recording the transactions of the Society;
 - (b) allowing the Society to produce financial statements that comply with the requirements of the Act; and
 - (c) enabling the financial statements to be readily and properly audited in accordance with clause 14.6.
- 14.4 The Committee shall maintain bank accounts in the name of the Society.
- 14.5 All money received on account of the Society shall be banked within five (5) Working days of receipt.
- 14.6 All accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. Accounting records are required to be kept for the Society's current accounting period and for the last seven (7) completed accounting periods.
- 14.7 Subject to the Act, the Committee may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 14.8 The Committee shall ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

15. **INDEMNITY AND INSURANCE**

- 15.1 The Society may, with the authority of the Committee, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 15.1(a).
- 15.2 The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.
- 15.3 In this clause 15 the term "officer" is to be interpreted in accordance with section 5 of the Act.

16. **CONTRACTING METHOD**

- 16.1 Documents will be executed for the Society pursuant to a resolution of the Committee, and the Society may enter into contracts by two (2) Officers signing under the name of the Society and any other method approved in the Act.

17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

- 17.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 18 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 17.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 17.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 17.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 18.
- 17.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee shall give twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a simple majority of the Members present and entitled to vote.

18. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 18.1 On a Member vote in accordance with clause 17.1 or 17.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter (3/4) majority of the Members in accordance with clause 18.2.
- 18.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee shall give twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a simple majority of the Members present and entitled to vote; and
 - (d) the resolution must set out which charitable entities the Society's surplus assets shall be applied to in accordance with clause 18.1.
- 18.3 To be clear, a resolution under this clause 18 may be made at the same General Meeting as a resolution under clause 17.



SCHEDULE A: FOUNDING MEMBERS

1. BACKGROUND

- 1.1 The Society recognises the important relationship between the Society and the three Founding Members - Belmont Primary School ("**the School**"), The North Shore Company Theatre and Dramatic Society Incorporated ("**Company Theatre**"), Rose Centre Preschool Whanau Group ("**Preschool Whanau Group**") and the value of their Kaupapa and historical support as the Founding Members to the Society.
- 1.2 The Rose Centre, the School and the Company Theatre have been connected through the Society's constitution since September 1991.
- 1.3 The School has special rights because it is one of the originating parties that founded the Rose Centre and the Rose Centre is situated on its land.
- 1.4 Company Theatre has special rights because it is one of the originating parties that founded the Rose Centre and since then has been the resident theatre company with its base of operations in the Rose Centre.
- 1.5 The Preschool Whanau Group has special rights because The Rose Centre Community Pre-School has been an integral part of The Rose Centre and is one stream of its business. The Preschool Whanau Group was created in 2024 to involve parents and caregivers with the governance of the preschool in a non-liability capacity.

2. SUPPLEMENTARY AGREEMENTS AND UNDERLYING PRINCIPLES

- 2.1 A Founding Member shall be entitled to enter into a Supplementary Agreement with the Society that will provide for and regulate its dealings with the Society and its rights in relation to access to and use of the Centre. Though a Founding Member's right to enter into a Supplementary Agreement is part of this Constitution, the Supplementary Agreement itself will stand outside this Constitution.
- 2.2 The Society and the Founding Members agree to engage constructively, in good faith and in a manner that enhances and supports their mutual interests in mind at all times
- 2.3 The Society's Committee is required to genuinely consider the Founding Members' feedback, advice, guidance and other input in matters that reflect their purposes as they relate to the Rose Centre. The Founding Members are required to genuinely consider the Centre's feedback and operational / strategic needs. All parties have an obligation to work together to constructively to accommodate these principles.
- 2.4 Disputes between any or all parties are to be resolved as per the Disputes Resolution Procedure set out in Schedule B of this Constitution.

3. FACILITIES

- 3.1 The Rose Centre will be available for use by the Founding Members in accordance with this Schedule A and the individual Supplementary Agreement for each Founding Member.

4. PRICING

- 4.1 Founding Members will be entitled to preferential pricing as per their individual Supplementary Agreements.

5. NEW FOUNDING / LIFE / COMMUNITY MEMBERS OR SPONSORSHIP AGREEMENTS

- 5.1 The Society may consider granting Life Membership to persons, body corporates or groups in future as a way of honouring them for highly valued services to the Society. The Addition of any new or additional Life or Ordinary Memberships shall not limit or restrict the rights, as detailed in the individual Supplementary Agreements of the original founding members, who are named in 7.7 of this Constitution.
- 5.2 The Addition of any new or additional Sponsorship Agreements entered into by the Rose Centre shall not limit or restrict the rights, as detailed in the individual Supplementary Agreements of the original founding members, who are named in 7.7 of this Constitution.

6. TERM & TERM REVIEWS

- 6.1 This Schedule A will apply for a period as set out in the Supplementary Agreements of each Founding Member, from the date each Supplementary Agreement is agreed by the Founding Members and the Society. The aim is to provide as much certainty as possible.
- 6.2 An automatic Right of Renewal applies to all The Founding Member Supplementary Agreements for Company Theatre, Belmont Primary School (including if the Belmont Primary School were to become a Charter School), and The Rose Centre Community Pre-School Whanau Group, subject to rules 6.3, 6.4, 6.5 and 6.6
- 6.3 The Society's Committee is required to genuinely consider the Founding Members' feedback in any reviews of their Supplementary Agreements, and Founding Members are required to genuinely consider the Society Committee's feedback in any reviews of the Founding Members' Supplementary Agreements. (moved from 6.6)
- 6.4 Notwithstanding clause 6.2, the Society and / or Founding Members may activate an earlier review if it becomes necessary to ensure the efficient operation of The Rose Centre, the Society and / or the Founding Members. Any review initiated will be undertaken as promptly as possible and in accordance with the underlying principles of this Schedule A. However, until a change to a Supplementary Agreement is agreed as the result of such review, the existing terms of the Supplementary Agreement stand.
- 6.5 This Agreement will be in place while the Society continues to exist, or until the Society or a Founding Member breaches the Constitution or their respective Supplementary Agreements. If a possible or actual breach is identified, all parties agree to follow the underlying principles 2.2 – 2.4 of this Schedule A in the first instance, unless the breach is of an unlawful nature.
- 6.6 If the Society or Founding Members breaches the Society's Constitution or Agreement, both Parties agree to use best endeavours to find a pathway to an updated Agreement, except where legally that is not desirable for either of the Parties.

SCHEDULE B: DISPUTE RESOLUTION PROCEDURES

1. How a Complaint is Made

1.1 A Member or Officer may make a complaint by giving to the Committee a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

2.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or
- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:

- (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - (f) there has been an undue delay in making the complaint.
- 2.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
 - (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
 - (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
 - (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under clause 2.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint ("the parties"). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer's findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under clause 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.

- 2.8 An external person appointed under clause 2.2(a) or 2.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under 2.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.

3. Person Who Makes a Complaint Has a Right to be Heard

- 3.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
- 3.2 If the Society makes a complaint:
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) their written statement or submissions (if any) are considered by the decision maker.

4. Person Who is Subject of a Complaint has a Right to be Heard

- 4.1 Clauses 4.2 and 4.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the "respondent"):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Society's Constitution or the Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) is considered by the decision maker.